

**UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS**

	X	
HIGHFIELDS CAPITAL LTD.,	:	
HIGHFIELDS CAPITAL I LP,	:	
HIGHFIELDS CAPITAL II LP,	:	
	:	Civ. No. 04-10624 (MLW)
Plaintiffs,	:	
	:	
v.	:	
	:	
SCOR, S.A.,	:	
	:	
Defendant.	:	
	X	

**DEFENDANT SCOR’S EMERGENCY MOTION TO STAY ALL NON-
JURISDICTIONAL PROCEEDINGS PENDING RESOLUTION OF THE
JURISDICTIONAL DISPUTE**

PLEASE TAKE NOTICE THAT, upon the Memorandum of Law In Support of Defendant SCOR’s Emergency Motion to Stay All Non-Jurisdictional Proceedings Pending Resolution of the Jurisdictional Dispute and any other submissions as shall be made in support of this Motion, Defendant SCOR, by and through its counsel, ROPES & GRAY LLP, hereby moves this Court for an order staying all non-jurisdictional proceedings in this litigation, including any merits-related discovery, pending resolution of the jurisdictional issues raised by Highfields’ recent motion to “affirm” subject matter jurisdiction. SCOR submits this Motion pursuant to Rule 7(b) of the Federal Rules of Civil Procedure and Rule 7.1(b) of the Local Rules of the United States District Court for the District of Massachusetts.

In support of this Motion, SCOR states (and demonstrates more fully in the Memorandum of Law accompanying this Motion) that a significant jurisdictional

dispute has developed in this litigation, and there is a substantial possibility that the Court ultimately will determine that it lacks subject matter jurisdiction. As a result, continuing with non-jurisdictional proceedings at this time is wastefully inefficient and potentially duplicative, because an eventual ruling that the Court does not have subject matter jurisdiction would nullify any merits-related proceedings in this litigation, and such proceedings necessarily would be repeated if the Plaintiffs were allowed to re-initiate this litigation in an alternative forum. Further, the Court should consider this Motion on an emergency basis, because without the requested stay, the parties must either attempt to comply with the timing requirements of the Court's September 29, 2005 Scheduling Order by continuing with inappropriate merits-related activities while significant jurisdictional issues remain unresolved, or risk violating the Scheduling Order.

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Respectfully submitted,

ROPES & GRAY LLP

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Counsel for Defendant SCOR

Dated: June 29, 2006
Boston, Massachusetts

CERTIFICATION OF COMPLIANCE WITH LR 7.1

I hereby certify that counsel for SCOR conferred with counsel for Plaintiffs in a good faith effort to resolve the issues set forth herein.

/s/ Sara M. Beauvalot

Sara M. Beauvalot, Esq.

CERTIFICATE OF SERVICE

I hereby certify that on June 29, 2006, Defendant's Cross-Motion to Compel Production of Documents Relating to Subject Matter Jurisdiction was filed through the ECF system and will be sent electronically to the registered participants as identified on the Notice of Electronic Filing (NEF).

/s/ Sara M. Beauvalot

Sara M. Beauvalot, Esq.